

YANG EXHIBIT 2

**REDACTED VERSION
OF DOCUMENT
SOUGHT TO BE SEALED**

EXHIBIT 6

FILED UNDER SEAL

From: Kim, Rudy Y.
Sent: Saturday, February 13, 2016 8:46 PM
To: clymn@uber.com
Cc: Tate, Eric Akira; Justin Suhr; Angela Padilla; Ben Beerle; Jamie Leigh; Todd Hamblet; Andrew Glickman
Subject: Re: For Discussion
Attachments: image001.jpg; image001.jpg; image001.jpg

[REDACTED]

On Feb 13, 2016, at 8:38 PM, "clymn@uber.com" <clymn@uber.com> wrote:

[REDACTED]

Sent from my iPhone

Begin forwarded message:

From: Lior Ron <lioron@gmail.com>
Date: February 13, 2016 at 8:34:06 PM PST
To: "Bentley, Adam" <abentley@omm.com>
Cc: Andrew Glickman <andrew.glickman@uber.com>, Nina Qi <nina.qi@uber.com>, "Leigh, Jamie" <jleigh@cooley.com>, Christian Lymn <clymn@uber.com>, "Sieben, Paul" <psieben@omm.com>, Cameron Poetzsch <cameron@uber.com>, Todd Hamblet <thamblet@uber.com>, Aaron Melville <aaron@uber.com>, Julie Xu <julixu@uber.com>, "Dolak, Andrew" <adolak@omm.com>, "Beerle, Ben" <bbeerle@cooley.com>, "Tate, Eric Akira" <ETate@mofo.com>, "Kim, Rudy Y." <RudyKim@mofo.com>, Angela Padilla <angela.padilla@uber.com>, Justin Suhr <suhr@uber.com>
Subject: Re: For Discussion

We wanted to make sure we mapped all remaining deltas. Not sure an early call would give you enough time to go through everything - we're open to a call either 7am or at evening 7pm or after

thanks,

Lior.

On Sat, Feb 13, 2016 at 8:26 PM, Bentley, Adam <abentley@omm.com> wrote:

All - Please find attached revised drafts and marked versions of the (i) Term Sheet, (ii) Indemnity Construct, (iii) PSSBA List and (iv) Trucking License. With respect to the Commercial Agreement term sheet, please note that the timeline and related specifics in the attachment remain under review. Thanks, Adam

From: Andrew Glickman [mailto:andrew.glickman@uber.com]
Sent: Saturday, February 13, 2016 9:47 AM
To: Nina Qi
Cc: Leigh, Jamie; Bentley, Adam; Christian Lymn; Sieben, Paul; Lior Ron; Cameron Poetzsch; Todd Hamblet; Aaron Melville; Julie Xu; Dolak, Andrew; Beerle, Ben; Tate, Eric Akira; Kim, Rudy Y.; Angela Padilla; Justin Suhr
Subject: RE: For Discussion

All – attached please find our comments to the (i) Term Sheet, (ii) Indemnity Construct and (iii) IP License, reflecting business discussions last night.

Please let us know when you expect to deliver the revisions to the list of Post-Signing Specified Bad Acts.

We are available late afternoon/early evening for a call to hopefully close out any remaining issues.

Thanks,

Andrew

—

Andrew Glickman

Corporate Counsel

Uber Technologies, Inc.

E-mail: andrew.glickman@uber.com

Mobile: [847-903-0001](tel:847-903-0001)

From: Andrew Glickman [<mailto:andrew.glickman@uber.com>]

Sent: Friday, February 12, 2016 10:46 PM

To: Nina Qi

Cc: Leigh, Jamie; Bentley, Adam; Christian Lymn; Sieben, Paul; Lior Ron; Cameron Poetzsch; Todd Hamblet; Aaron Melville; Julie Xu; Dolak, Andrew; Beerle, Ben

Subject: Re: For Discussion

All - business principals met tonight and we believe resolved all open items (subject to any final language tweaks). By tomorrow morning we will send you back revised drafts of the Term Sheet, Indemnity Construct and IP License terms, reflecting those discussions.

We will still expect a revised list of Post Signing Bad Acts from you.

We look forward to finalizing the term sheet over the weekend.

Thanks

Andrew

On Feb 12, 2016, at 5:20 PM, Nina Qi <nina.qi@uber.com> wrote:

All - See attached our revised draft of the commercial agreement. This reflects our comments from the call today regarding US GAAP.

Best,

Nina

On Fri, Feb 12, 2016 at 11:50 AM, Leigh, Jamie <jleigh@cooley.com> wrote:

Team, can we please include Ben Beerle from Cooley on these threads? Oh perhaps start a new one....

Thanks.

From: Bentley, Adam [mailto:abentley@omm.com]
Sent: Friday, February 12, 2016 10:53 AM
To: Nina Qi
Cc: Andrew Glickman; Christian Lymn; Sieben, Paul; Lior Ron; Cameron Poetzsch; Leigh, Jamie; Todd Hamblet; Aaron Melville; Julie Xu; Dolak, Andrew
Subject: RE: For Discussion

Attached is a revised Exhibit B and redline. We also note that Lior and Anthony are validating the exact timeline for deliverables in the Attachment 1 and they will be completing that process as soon as possible.

From: Nina Qi [mailto:nina.qi@uber.com]
Sent: Wednesday, February 10, 2016 5:26 PM
To: Bentley, Adam
Cc: Andrew Glickman; Christian Lymn; Sieben, Paul; Lior Ron; Cameron Poetzsch; Leigh, Jamie; Todd Hamblet; Aaron Melville; Julie Xu; Dolak, Andrew
Subject: Re: For Discussion

All - see attached our markup on the commercial term sheet.

Best,

Nina

On Tue, Feb 9, 2016 at 11:09 PM, Bentley, Adam <abentley@omm.com> wrote:

All - Please find attached revised and marked versions of the Term Sheet and Exhibit B (Commercial Agreement). We look forward to discussing tomorrow.

From: Nina Qi [mailto:nina.qi@uber.com]
Sent: Tuesday, February 09, 2016 9:16 PM
To: Andrew Glickman
Cc: Christian Lynn; Sieben, Paul; Bentley, Adam; Lior Ron; Cameron Poetzsch; Leigh, Jamie; Todd Hamblet; Aaron Melville; Julie Xu
Subject: Re: For Discussion

All,

Here's a summary of Unicorn's takeaways from today's discussion on the commercial terms.

1. Payment terms in Purpose: Unicorn proposes to change to [REDACTED] of delivery, applicable to production orders (not Attachment A amounts).

[REDACTED]

5. Pricing: Per John Bares:

- Long range: no change
- Mid range: see table below

<image001.png>

6. Prepayment: Ok as is.

7. Laser Device Data: Unicorn will use reasonable efforts to get consents.

[REDACTED]

[REDACTED]

11. Attachments: Per John Bares:

- Deliverable #13 in Attachment 1: change to [REDACTED]
- No other changes to Attachment 1

Best,
Nina

On Tue, Feb 9, 2016 at 6:37 PM, Andrew Glickman <andrew.glickman@uber.com> wrote:

All – attached please find our comments to the indemnity construct.

Thanks,
Andrew

—

Andrew Glickman
Corporate Counsel
Uber Technologies, Inc.
E-mail: andrew.glickman@uber.com
Mobile: [847-903-0001](tel:847-903-0001)

From: Christian Lymn [<mailto:clymn@uber.com>]
Sent: Tuesday, February 09, 2016 2:37 PM
To: Andrew Glickman; Sieben, Paul; Bentley, Adam; Lior Ron
Cc: Cameron Poetzscher; Leigh, Jamie; Todd Hamblet; Nina Qi; Aaron Melville; Julie Xu
Subject: Re: For Discussion

Attached is a draft of the List of Post-Signing Bad Acts.

Following up on a couple of logistical items:

1. OMM team - When you markup the main body of the term sheet, please go ahead and fold in the trucking spin-out [REDACTED] piece.
2. Also, we'd like to confirm that 10 am to noon tomorrow works best for our side. Our preference is to have this meeting in person so we'd encourage everyone to make themselves available to the extent possible.

Thanks,

Christian

Christian Lymn

Director, Corporate

Uber Technologies, Inc.

email: clymn@uber.com

mobile: (310) 384-7848

From: Andrew Glickman <andrew.glickman@uber.com>

Date: Tuesday, February 9, 2016 at 1:48 PM

To: "Sieben, Paul" <psieben@omm.com>, "Bentley, Adam" <abentley@omm.com>, Lior Ron <lioron@gmail.com>

Cc: Cameron Poetzscher <cameron@uber.com>, "Leigh, Jamie" <jleigh@cooley.com>, Christian Lymn <clymn@uber.com>, Todd Hamblet <thamblet@uber.com>, Nina Qi <nina.qi@uber.com>, Aaron Melville <aaron@uber.com>, Julie Xu <juliexu@uber.com>

Subject: RE: For Discussion

Thanks all for the time today. We will meet either 10 am – noon or 4-6 pm (depending on Cam schedule).

Additionally – annotations are below on next steps.

—

Andrew Glickman

Corporate Counsel

Uber Technologies, Inc.

E-mail: andrew.glickman@uber.com

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From: Andrew Glickman [mailto:andrew.glickman@uber.com]
Sent: Monday, February 08, 2016 12:04 PM
To: 'Sieben, Paul'; 'Bentley, Adam'; 'Lior Ron'
Cc: Cameron Poetzscher; 'Leigh, Jamie'; Christian Lymn; Todd Hamblet; Nina Qi
Subject: RE: For Discussion

Hi all – just wanted to take a status check on a few items, so that we can keep everything in order:

- 1) Indemnity – when will you be in a position to discuss our edits? **UNICORN TO SEND MARKUP TODAY**
- 2) List of Specified Post-Signing Bad Acts – goal is to have to you later today. **UNICORN TO SEND TODAY.**
- 3) Trucking Spin-Out Rights – we are working on getting sign off on a proposal internally. Will get back to you ASAP. **NEWCO TO REVERT**
- 4) Commercial Agreement – I understand there is a call scheduled at 2 pm. **NEWCO TO SEND MARKUP TODAY**
- 5) RSU tax call – scheduled at 5 pm today. **NO ACTION ITEM**
- 6) Tax structure call – I believe Cooley tax/corporate will reach out to OMM for a tax/corporate outside counsel call to discuss. **NEWCO TO REVERT**
- 7) Term Sheet – remaining changes (closing conditions, etc. and reference to Indemnity rider). **NEWCO TO SEND MARKUP TODAY**

Is there anything else that I am missing?

Thanks,
Andrew

—

Andrew Glickman
Corporate Counsel
Uber Technologies, Inc.
E-mail: andrew.glickman@uber.com
Mobile: [847-903-0001](tel:847-903-0001)

From: Andrew Glickman [mailto:andrew.glickman@uber.com]
Sent: Sunday, February 07, 2016 2:57 PM
To: 'Sieben, Paul'; 'Bentley, Adam'; 'Lior Ron'
Cc: Cameron Poetzscher; 'Leigh, Jamie'; Christian Lymn; Todd Hamblet
Subject: RE: For Discussion

All – attached is a revised indemnity construct, clean and blacklined. Please let us know when you would like to discuss.

Thanks

—

Andrew Glickman
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E-mail: andrew.glickman@uber.com
Mobile: [847-903-0001](tel:847-903-0001)

From: Andrew Glickman [mailto:andrew.glickman@uber.com]
Sent: Saturday, February 06, 2016 5:50 PM
To: Sieben, Paul; Bentley, Adam; Lior Ron
Cc: Cameron Poetzscher; Leigh, Jamie; Christian Lymn
Subject: Re: For Discussion

We will send you a revised indemnity word version markup incorporating the below and any other Uber positions. We hope to get to you tomorrow.

Thanks

On Feb 5, 2016, at 5:30 PM, Andrew Glickman <andrew.glickman@uber.com> wrote:

Timing of Indemnity / Closing Conditions

? Indemnity (subject to exclusions set forth below) will kick in as of signing of the Put Call Agreement.

? If Unicorn elects not to close and terminates the Put Call Agreement for any reason, other than a Specified Bad Act (as defined below), then indemnity coverage remains unaffected.

? However, if Unicorn elects not to close and terminates the Put Call Agreement because of a Specified Bad Act, Newco and Diligenced Employees will lose all indemnity (and will have to pay back Unicorn for any advanced expenses prior to termination).

List of Specified Bad Acts

“Specified Bad Acts” will be defined to mean the following: **[Actual exhaustive list to be provided by Unicorn by Monday]**.

Example list of Specified Bad Acts:

IP

? Taking of hardware of ACME

? Downloading or re-writing from memory code of ACME

? Downloading of files of ACME

Solicitation / Confidentiality

? Directly or indirectly (through another Newco employee or other agent), make verbal or written offer to employees of ACME or otherwise encourage employees of ACME to leave ACME

? Do not disclose material confidential information (e.g. trade secrets) subject to former employer confidentiality agreement

Hiring

? Hiring any non-Diligenced Employee who does not sign an attestation

? Hiring any Diligenced Employee without our consent.

Indemnity

? In all instances, Indemnity will cover all Bad Acts (which such definition will cover claims related to IP, trade secret, fiduciary duty, non-solicit), except for the following:

Claims related to Bad Acts of any Employee, other than a Diligenced Employee

Claims related to any Pre-Signing Bad Acts of any Diligenced Employee to the extent the facts underlying such Bad Act are not disclosed in the report by the forensic DD expert

Claims related to any Post-Signing Bad Acts by any Diligenced Employee



—

Andrew Glickman

Corporate Counsel

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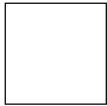
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<Revised Exhibit B (Unicorn external draft 2-12-16).docx>